

Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

Joint Application of)

WorldxChange Corp. d/b/a Acceris)
Communications Partners; Acceris)
Communications Solutions,)

Transpoint Communications, Inc.)

and)

Local Telcom Holdings, LLC d/b/a)
Transpoint Communications)

Application for Authority Pursuant to)
 Section 214 of the Communications Act of 1934,)
 As Amended, to Transfer of Control and)
 Sale of Assets of Authorized U.S. International)
 and Domestic Carriers)

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APR 03 2003

File No. 23-100

APPLICATION

I. Introduction

A. Summary of the Transactions

Local Telcom Holdings, LLC d/b/a Transpoint Communications ("LTH") and Transpoint Communications, Inc. ("Transpoint Communications," with LTH, "Transpoint") together with WorldxChange Corp. d/b/a Acceris Communications Partners; Acceris Communications Solutions ("Acceris")(collectively "Applicants"), by and through undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982) (the "Act"), and Sections 63.04 and 63.18 of the Commission's Rules, 47 C.F.R. § 63.04 & 63.18

(2000), hereby request that the Commission grant such authority as may be necessary or required to permit Applicants to consummate a series of Transactions through which Acceris will acquire indirect ownership of the two Transpoint entities and subsequently, transfer direct ownership of the regulated assets of those entities including the companies' customer base to Acceris (the "Transactions").¹

B. Request for Expedited Consideration

The Transactions proposed herein are necessary to ensure that current customers of Transpoint will continue to receive uninterrupted service. Applicants emphasize that following the completion of the proposed Transactions, customers of Transpoint will continue to receive service under the same rates, terms and conditions as that service is currently being provided. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transactions as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transactions, (1) Acceris and its affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Acceris will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which are parties to the proposed

¹ Pursuant to the Commission's Order in *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, 17 FCC Rcd 5517, (2002), Applicants understand that asset transfers such as the one described herein are treated as transfers of control requiring approval under the Commission's rules. An illustrative chart describing the Transactions is attached at Exhibit A.

Transactions) and; (3) none of the Applicants or their affiliates are dominant with respect to any service. With respect to international authorizations, none of the Applicants are foreign carriers or affiliated with any foreign carriers, as that term is defined in Section 63.09 of the Commission's Rules, 47 C.F.R. § 63.09, and none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

In support of this Application, Applicants provide the following information:

II. Description of the Applicants

A. WorldxChange Corp. d/b/a Acceris Communications Partners; Acceris Communications Solutions ("Acceris")²

Acceris is a corporation organized and existing under the laws of the State of Delaware with principal offices located at 9775 Business Park Avenue, San Diego, California 92131.

Acceris is a wholly owned indirect subsidiary of I-Link Incorporated. I-Link Incorporated is a publicly traded Florida corporation which is indirectly majority owned and controlled by Counsel Corp. ("Counsel"). Counsel is a publicly traded Canadian corporation that specializes in investments, including investments in communications companies.

B. Local Telecom Holdings, LLC d/b/a Transpoint Communications ("LTH")/Transpoint Communications, Inc. ("Transpoint Communications")

LTH is a Delaware limited liability company with principal offices located at 26565 West Agoura Road, #305, Agoura Hills, California 91301. LTH holds blanket domestic Section 214 authority as a result of its provision of competitive interstate telecommunications services.

² On February 20, 2003, WorldxChange Corp. filed a notification letter with the Commission advising the Commission of WorldxChange's decision to provide service under the Acceris brand name. WorldxChange Corp. expects to initiate use of the Acceris d/b/a names prior to the consummation of the Transactions described herein.

Transpoint Communications is a corporation formed under the laws of the State of Delaware and is affiliated with LTH by virtue of substantially common ownership. Transpoint Communications is authorized to provide international services on a facilities-based and resold basis pursuant to authority granted by the Commission in File No. ITC-20001129-00707 on December 28, 2000.

III. Description of the Transactions

Acceris and Transpoint plan to consummate a series of Transactions whereby Acceris will acquire the interstate assets and customer base of Transpoint and Transpoint will subsequently cease to operate. In particular, the Transactions currently contemplated by Applicants include:

Step 1: A newly formed, wholly owned holding company subsidiary of Acceris, Transpoint Holdings Corporation ("THC"), will acquire all of the stock of LTH. As a result, LTH will become a wholly-owned subsidiary of Acceris through THC.

Step 2: Following the indirect acquisition of Transpoint by Acceris, all of Transpoint's customers and other operating assets, including the Section 214 authorization currently held by Transpoint Communications will be assigned on an intra-corporate family basis from LTH and Transpoint Communications to Acceris. Once the customer assignment is complete, Acceris will assume service obligations to current Transpoint customers.³

In order to complete the proposed series of Transactions, Petitioners have entered into several agreements, including a Purchase Agreement, as amended (through which the change in ownership of Transpoint described in Step 1 above will be completed) and an Asset Purchase Agreement, as amended (which relates to the assignment of customers and assets described in

³ Transpoint's international Section 214 authorization will be rendered unnecessary by the proposed Transactions because Acceris already holds similar authority. As a result, Applicants respectfully request that the Transpoint international Section 214 authorization be canceled effective upon consummation of the proposed Transactions. Applicants further understand, however, that in some instances, the Commission's internal processes may prevent contemporaneous consideration of both the transfer and the relinquishment. In such event, Acceris will seek to relinquish Transpoint's international Section 214 authorization under separate cover after the consummation of the Transactions.

Step 2 above). A chart illustrating the proposed Transactions is provided in Exhibit C. Following consummation, Applicants will file post-consummation notice with the Commission.

The proposed Transactions will not directly affect the rates, terms and conditions under which Transpoint customers receive service. Acceris and Transpoint have agreed to work together to ensure that Transpoint's customers are transferred seamlessly between Applicants and that no interruptions in service will occur. In connection with transfer of Transpoint's customers from Transpoint to Acceris, Applicants will file, under separate cover, documents necessary to comply with the Commission's rules on presubscribed carrier changes. To the extent necessary, Acceris will also adopt Transpoint's tariffs or make other appropriate filings to ensure the seamless transition of Transpoint's customers to Acceris. As a result, the Transactions will be (other than the change in the name of their service provider) virtually transparent to Transpoint's customers in terms of the services they receive.

IV. Public Interest Considerations

Applicants respectfully submit that the proposed Transactions serve the public interest. In particular, Applicants submit that (1) the Transactions will increase competition in the U.S. domestic telecommunications market by reinforcing the status of Acceris as a viable competitor, and (2) the Transactions will minimize the disruption of service and be virtually transparent to Transpoint's customers.

The proposed Transactions are expected to facilitate competition in the U.S. domestic telecommunications market by improving the operational position of Acceris. The proposed Transactions will permit Acceris to expand its management skills and assets, thereby enhancing Acceris's operational flexibility and financial viability. At the same time, the expansion of

⁴ Applicants will provide a copy of the Agreement upon request.

Acceris's customer base which will occur as a result of the transfer of customers of Transpoint to Acceris will improve Acceris's position in the telecommunications market and permit Acceris to compete more effectively against larger carriers.

In addition, the Transactions will ensure that existing customers continue to receive high quality communications services. As noted above, the Transactions will not affect the rates, terms and conditions of the services that current customers receive. Acceris and Transpoint have agreed to work closely together to prevent transaction related service interruptions. As a result, the proposed Transactions will be virtually transparent to customers with respect to the services they receive.

V. Information Required by Section 63.18

- (a) Name, address and telephone number:

Transferors:

Transpoint Communications, Inc.
28118 Agoura Road, Suite 201
Agoura Hills, CA 91301
Telephone: (818) 871-9900

Transferee: WorldxChange Corp. d/b/a Acceris Communications Partners;
Acceris Communications Solutions
9775 Business Park Avenue
San Diego, California 92131
Telephone: (800) 569-8700

- (b) Transferor: Transpoint Communications is a corporation formed under the laws of the State of Delaware.

Transferee: Acceris is a corporation organized under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be sent to:

William B. Wilhelm, Jr.
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

with a copy to:

Joan Stewart
Womble Carlyle Sandridge & Rice, LLC
1401 Eye Street, N.W.
Washington, DC 20005
Telephone: (202) 467-6900
Facsimile: (202) 467-6910

- (d) Transferors: Transpoint Communications holds global authority to provide facilities-based and resold international services pursuant to Section 214 authority issued by the Commission in File No. ITC-214-20001129-00707 on December 28, 2000. LTH does not hold international Section 214 authority.

Transferee: Acceris holds global authority to provide international switched services on a facilities-based and resold basis pursuant to Section 214 authority issued by the Commission in File No. ITC-214-20011010-00517 on November 19, 2001.

- (e)(3) By this Application (and subject to the considerations set forth in footnote 3 above), Applicants seek authority to relinquish (or if necessary transfer to Acceris) Transpoint Communications' international Section 214 authorization.

- (f) Not applicable.

- (g) Not applicable.

- (h) Information concerning the ten percent (10%) or greater shareholders of transferee is as follows:

The following entity owns 100% of **WorldxChange Corp. d/b/a Acceris Communications Partners; Acceris Communications Solutions:**

Name: CPT-1 Holdings Corp.
Address: c/o Acceris Corp.
9775 Business Park Avenue
San Diego, California 92131
Citizenship: USA
Percentage Owned: 100%
Principal Business: Telecommunications

The following entity owns 100% of **CPT-1 Holdings Corp.:**

Name: Webtotel, Inc.
Address: c/o I-Link Incorporated
13751 S. Wadsworth Park Drive
Draper, Utah 84020
Citizenship: USA
Percentage Owned: 100%
Principal Business: Telecommunications

The following entity owns 100% of **Webtotel, Inc.:**

Name: I-Link, Incorporated
Address: 13751 S. Wadsworth Park Drive
Draper, Utah 84020
Citizenship: USA
Percentage Owned: 100%
Principal Business: Telecommunications

The following entity owns more than 10% of **I-Link, Incorporated** (no other entity holds more than a 10% interest):

Name: Counsel Communications LLC
Address: One Landmark Square
Stamford, Connecticut 06901
Citizenship: USA
Percentage Owned: 85%
Principal Business: Telecommunications

The following entity owns more than 10% of **Counsel Communications, LLC** (no other entity holds more than a 10% interest):

Name: Counsel, LLC
Address: c/o Counsel Corporation (US)
280 Park Avenue
New York, New York 10017
Citizenship: USA
Percentage Owned: 88%
Principal Business: Holding Company

The following entities own more than 10% of **Counsel, LLC**:

Name: Counsel Capital Corporation
Address: c/o Counsel Corporation
130 King Street
Suite 1300
Toronto, Ontario
Canada M5X 183
Citizenship: Canada
Percentage Owned: 89%
Principal Business: Holding Company

Name: Counsel Corporation
Address: 130 King Street
Suite 1300
Toronto, Ontario
Canada M5X 183
Citizenship: Canada
Percentage Owned: 11%
Principal Business: Telecommunications

The following entity owns 100% of **Counsel Capital Corporation**:

Name: Counsel Corporation
Address: 130 King Street
Suite 1300
Toronto, Ontario
Canada M5X 183
Citizenship: Canada
Percentage Owned: 100%
Principal Business: Holding Company

The following entity owns greater than 10% of **Counsel Corporation**:

Name: Allan Silber
Address: c/o Counsel Corporation
130 King Street
Suite 1300
Toronto, Ontario
Canada M5X 183
Citizenship: Canada
Percentage Owned: 19%
Principal Business: Individual

No other entity holds, or after the Transactions will hold a 10% or greater direct or indirect interest in Acceris.

Acceris currently has no interlocking directorates with a foreign carrier.

- (i) Applicants certify that they are not foreign carriers and that they are not currently affiliated with any foreign carrier.
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) Acceris is a foreign carrier in that country; or
 - (2) Acceris controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of Acceris, or that controls Acceris, controls a foreign carrier in that country.
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Acceris and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Acceris certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) Acceris certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C.

§ 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) Applicants request streamlined processing of this Application pursuant to Sections 63.03(b)(2)(i) and 63.12(a)-(b) of the Commission's Rules. This Application qualifies for streamlined processing because, as set forth above, following the Transactions, Acceris and its affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market and none of the Applicants or their affiliates are dominant with respect to any service. Furthermore, Acceris has no affiliation with a foreign carrier, has no affiliation with a dominant U.S. carrier whose international switched or private line services Acceris seeks authority to resell, and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

VI. Information Required by Section 63.04

- (1) The names, addresses and telephone numbers of the Applicants:

Transferee: Local Telcom Holdings, LLC d/b/a
Transpoint Communications
28118 Agoura Road, Suite 201
Agoura Hills, CA 91301
Telephone: (818) 871-9900

Transferor: WorldxChange Corp. d/b/a Acceris Communications Partners;
Acceris Communications Solutions
9775 Business Park Avenue
San Diego, California 92131
Telephone: (800) 569-8700

- (2) Jurisdiction of organization for each of the Applicants:

Transferor: LTH is a limited liability company organized under the laws of the State of Delaware.

Transferee: Acceris is a corporation organized under the laws of the State of Delaware.

- (3) Correspondence concerning this Application should be sent to:

William B. Wilhelm, Jr.
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Telephone: (202) 424-7500
Facsimile: (202) 424-7645

with a copy to:

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Womble Carlyle Sandridge & Rice, LLC
1401 Eye Street, N.W.
Washington, DC 20005
Telephone: (202) 467-6900
Facsimile: (202) 467-6910


- (4) Complete information concerning the ten percent (10%) or greater shareholders of Acceris is provided in **Section V.(h).** above.
- (5) Applicants' certification is provided in **Section V.(o).** above.
- (6) A description of the Transactions is set forth in **Section III** above.
- (7) LTH offers interstate long distance on a nationwide basis. (Transpoint Communications does not provide domestic telecommunications services and does not hold domestic Section 214 authority.)
- (8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because following the Transactions, LTH and its affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market and none of the Applicants or their affiliates are dominant with respect to any service.
- (9) By separate filing, Applicants will address the Commission's requirements concerning carrier-to-carrier sale of subscriber bases set forth in Commission Rule 47 C.F.R. § 64.1120.
- (10) Applicants request expeditious processing of this Application to permit the proposed Transactions to be completed as rapidly as possible.
- (11) By separate filing, Applicants will address the Commission's requirements concerning carrier-to-carrier sale of subscriber bases set forth in Commission Rule 47 C.F.R. § 64.1120.

- (12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV.** above.

VII. Conclusion

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expeditious consideration of this Application to permit Applicants to consummate the Transactions as soon as possible.

Respectfully submitted,

By: 
William B. Wilhelm, Jr.
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)

COUNSEL FOR WORLDXCHANGE CORP.
d/b/a ACCERIS COMMUNICATIONS
PARTNERS; ACCERIS
COMMUNICATIONS SOLUTIONS

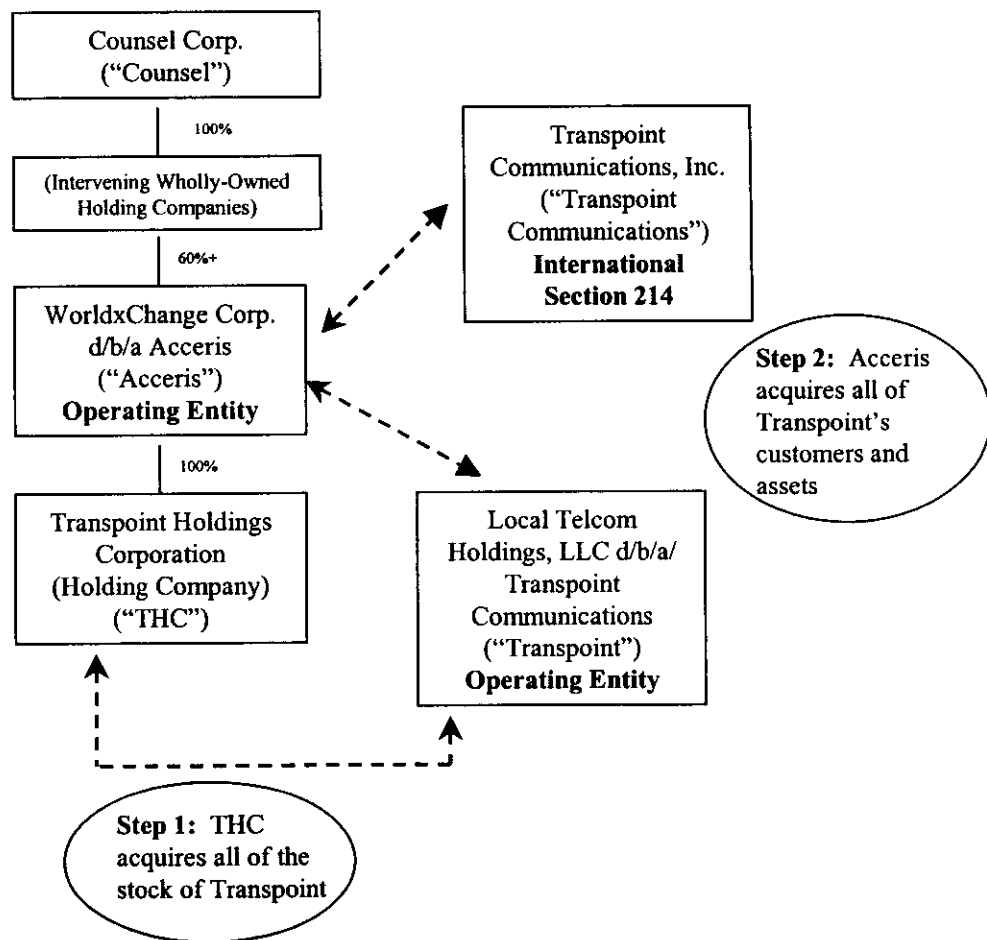
Dated: April 3, 2003

Exhibit A

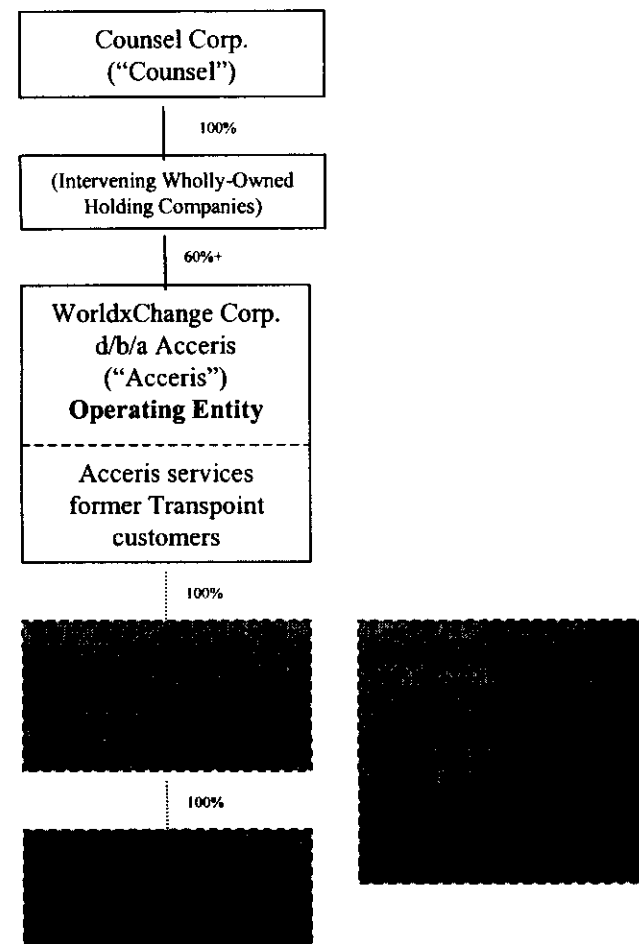
Illustrative Chart

Illustrative Chart

Pre-Transaction



Post-Transaction

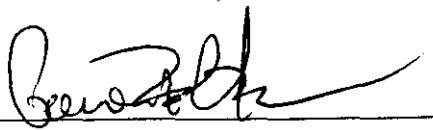


Verifications

CERTIFICATION OF APPLICANT

On behalf of Local Telcom Holdings, LLC, I hereby certify upon penalty of perjury that I am Managing Member of Local Telcom Holdings, LLC, and that the statements in the foregoing Federal Communications Commission Section 214 Application are true, complete, and correct to the best of my knowledge and are made in good faith.

LOCAL TELCOM HOLDINGS, LLC

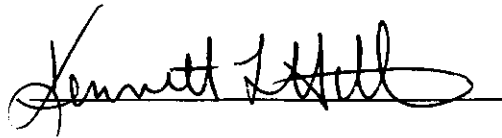
By: 
Name: Paul Black
Title: Managing Member
Date: 3/18/03

CERTIFICATION OF APPLICANT

On behalf of WorldxChange Corp., I hereby certify upon penalty of perjury that I am Chief Executive Officer of WorldxChange Corp., and that the statements in the foregoing Federal Communications Commission Section 214 Application are true, complete, and correct to the best of my knowledge and are made in good faith.

WORLDXCHANGE CORP.

By:



Name:

Kenneth L. Hilton

Title:

Chief Executive Officer

Date:

JANUARY 9, 2003